EXHIBIT A

JARVIS & MANDELL LLC
INTEGRATED PLANNING SOLUTIONS

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October 1, 2002

John & Lorraine:

Congratulations! We are about 90% done with the planning to reduce the 75%+ tax hit on John's IRA. After a great deal of negotiating and shopping to insurers, we have finally received final offers from the insurance carriers on the right types of policies we need to utilize as part of the CTS strategy (once we get formal applications and financial justification from you or your CPA).

Now that we know what the companies are willing to offer, we can give you solid projections as to what we can achieve for your family.

Here are some final materials for you to consider with respect to your IRA assets and your estate planning.

- As you know, your IRA and all other pension assets will be taxed at rates that may exceed 80% when you die. Given that you will not need these assets to support your quality of living in retirement, it makes sense for you to use these tax-disadvantaged assets to fund your estate plan. (In other words, If you're going to do any estate planning, you should do it with the funds presently in the *worst* tax position... those in the IRA)
- You have both had cancer within the last five years, so we were concerned that underwriting might be an issue. For that reason, we contacted two top life insurance companies, Mass Mutual and Lincoln, to have them compete for the better underwriting.
- Our strategy required us to secure $50,000,000 of death benefit to absorb all $4,000,000 of your retirement plan assets on a pre-tax basis. Financial underwriting was a concern as well. Using two insurers helped us secure as much death benefit as possible.

What were we able to accomplish?
Both companies were concerned about the medical underwriting. After a great deal of negotiation by both myself and our general agents, we were able to secure the following underwriting for each of you:

	Mass Mutual		Lincoln	
	John	Lorraine	John	Lorraine
Rating	Standard	Standard +3 year extra charge	Standard	Standard
Initial Death Benefit	$17,500,000		$25,000,000	

With these limits, we can use $3,000,000 from your IRA funds (which will be transferred to the Profits Sharing Plan PSP) to buy insurance on a pretax basis. When you remove the policy from your profit sharing plan, you will only be taxed on approximately $1,100,000. This will save you income taxes of nearly $1,000,000. In other words, if you simply took the funds out of the plan and paid taxes and THEN bought the insurance, you would pay nearly $1 million MORE in income taxes.

By using your unified tax credit, you can then gift the policy to an Irrevocable Life Insurance Trust (ILIT) to remove it from your estate. If you do not yet have an ILIT for this purpose, David Mandell could easily draft one for you.

If you withdraw the remaining funds from your PSP and pay the income tax, you can then gift this additional $630,000 to the trust to make the fourth annual premium. By doing this, you will be supporting two life insurance policies:

Mass Mutual	$4,000,000
Lincoln Life	$10,000,000
Total	$14,000,000

If you look at the accompanying spreadsheets, you will see that this strategy will increase the after tax estate you leave your children by roughly **$10,000,000 to $12,000,000** in the years you and Lorraine are most likely to pass away (ages 7-25). *Even if you or Lorraine live for 30 more years, the benefit of this strategy to your family is still over $9.1 million.* Further, from now until beyond your ages of 100, **your family is better off at each point in time by utilizing this strategy.**

Please review this material and call me at either (310) 407-2850 or (310) 890-1692 to discuss. I know that we had hoped to complete the entire process by today, October 1st, but the underwriting took much longer than we had anticipated. I imagine we can still get this done within a week.

Thanks again for your cooperation.

Sincerely,

Christopher Jarvis, MBA

John & Lorraine Repicci

Summary of Value of CTS to Repicci Family Compared to Doing Nothing

			Doing Nothing			CTS Program			Benefit
Year	John's Age	Lorraine's Age	Value of IRA	Taxes to Heirs	Net to Family	Death Benefit	Taxes on Insurance	Net to Family	of CTS to Heirs
1	66	65	$4,000,000	$3,341,120	$658,880	$42,500,000	$21,250,000	$21,250,000	$20,351,120
2	67	66	$4,240,000	$3,541,587	$698,413	$42,500,000	$21,250,000	$21,250,000	$20,297,187
3	68	67	$4,494,400	$3,754,082	$740,318	$42,500,000	$21,250,000	$21,250,000	$20,240,018
10	75	74	$6,757,916	$5,644,752	$1,113,164	$14,000,000	$0	$14,000,000	$12,481,361
15	80	79	$9,043,616	$7,553,951	$1,489,664	$14,000,000	$0	$14,000,000	$11,967,719
20	85	84	$12,102,398	$10,108,891	$1,993,507	$14,000,000	$0	$14,000,000	$11,280,349
25	90	89	$16,195,739	$13,527,977	$2,667,762	$14,000,000	$0	$14,000,000	$10,360,494
30	95	94	$21,673,552	$18,103,484	$3,570,067	$14,000,000	$0	$14,000,000	$9,129,519

Years 1 - 3 have PS-58 (or equivalent) tax. It will change with new tables, but there is some small tax. Will find out how much.

John Repicci

Outline of Cash Flow of CTS to John and Lorraine

				Inside Plan Premium			Income	Outside Plan Premium		Death
Year	Age	Pension/IRA Value	5% Growth	Mass Mutual	Lincoln	Withdrawal	Tax	Mass Mutual	Lincoln	Benefit
1	66	$4,000,000	$170,000	**$600,000**	**$400,000**	$0	*note*	$0	$0	$42,500,000
2	67	$3,170,000	$128,500	**$600,000**	**$400,000**	$0	*note*	$0	$0	$42,500,000
3	68	$2,298,500	$84,925	**$600,000**	**$400,000**	$0	*note*	$0	$0	$42,500,000
4	69	$1,383,425	$0	$0	$0	$1,383,425	**$664,044**	**$633,264**	**$30,780**	$14,000,000
5	70	$0	$0	$0	$0	$0	$0	$0	$0	$14,000,000
6	71	$0	$0	$0	$0	$0	$0	$0	$0	$14,000,000
7	72	$0	$0	$0	$0	$0	$0	$0	$0	$14,000,000
8	73	$0	$0	$0	$0	$0	$0	$0	$0	$14,000,000
9	74	$0	$0	$0	$0	$0	$0	$0	$0	$14,000,000

Years 1 - 3 have PS-58 (or equivalent) tax. It will change with new tables, but there is some small tax. Will find out how much.

John Repicci

Analysis of Value of Pension/IRA to Your Family with No Planning

Year	Age	Pension/IRA Value	6% Growth	Estate Tax	Income Tax	Left to Heirs
1	66	$4,000,000	$240,000	$2,120,000	$1,221,120	$898,880
2	67	$4,240,000	$254,400	$2,247,200	$1,294,387	$952,813
3	68	$4,494,400	$269,664	$2,382,032	$1,372,050	$1,009,982
4	69	$4,764,064	$285,844	$2,524,954	$1,454,373	$1,070,580
5	70	$5,049,908	$302,994	$2,676,451	$1,541,636	$1,134,815
6	71	$5,352,902	$321,174	$2,837,038	$1,634,134	$1,202,904
7	72	$5,674,076	$340,445	$3,007,261	$1,732,182	$1,275,078
8	73	$6,014,521	$360,871	$3,187,696	$1,836,113	$1,351,583
9	74	$6,375,392	$382,524	$3,378,958	$1,946,280	$1,432,678
10	75	$6,757,916	$405,475	$3,581,695	$2,063,057	$1,518,639
11	76	$7,163,391	$429,803	$3,796,597	$2,186,840	$1,609,757
12	77	$7,593,194	$455,592	$4,024,393	$2,318,050	$1,706,343
13	78	$8,048,786	$482,927	$4,265,857	$2,457,133	$1,808,723
14	79	$8,531,713	$511,903	$4,521,808	$2,604,561	$1,917,247
15	80	$9,043,616	$542,617	$4,793,116	$2,760,835	$2,032,281
16	81	$9,586,233	$575,174	$5,080,703	$2,926,485	$2,154,218
17	82	$10,161,407	$609,684	$5,385,546	$3,102,074	$2,283,471
18	83	$10,771,091	$646,265	$5,708,678	$3,288,199	$2,420,480
19	84	$11,417,357	$685,041	$6,051,199	$3,485,491	$2,565,708
20	85	$12,102,398	$726,144	$6,414,271	$3,694,620	$2,719,651
21	86	$12,828,542	$769,713	$6,799,127	$3,916,297	$2,882,830
22	87	$13,598,254	$815,895	$7,207,075	$4,151,275	$3,055,800
23	88	$14,414,150	$864,849	$7,639,499	$4,400,352	$3,239,148
24	89	$15,278,999	$916,740	$8,097,869	$4,664,373	$3,433,497
25	90	$16,195,739	$971,744	$8,583,741	$4,944,235	$3,639,506
26	91	$17,167,483	$1,030,049	$9,098,766	$5,240,889	$3,857,877
27	92	$18,197,532	$1,091,852	$9,644,592	$5,555,343	$4,089,349
28	93	$19,289,384	$1,157,363	$10,223,373	$5,888,663	$4,334,710
29	94	$20,446,747	$1,226,805	$10,836,776	$6,241,983	$4,594,793
30	95	$21,673,552	$1,300,413	$11,486,982	$6,616,502	$4,870,481

Even with 6% returns, if you or Lorraine live for 30 years, your kids only receive ONE-THIRD as much.
The CTS is worth 3 to 10 times as much to your family.

John & Lorraine Repicci

Outline of CTS Plan and Analysis of Value to Your Family

Year	Age	Pension/IRA Value	5% Growth	Inside Plan Premium	Withdrawal	Income Tax	Outside Plan Premium	Death Benefit	Taxes on Insurance	Net to Heirs	Benefit to Heirs
1	66	$4,000,000	$150,000	$1,000,000	$0	note		$42,500,000	$21,250,000	$21,250,000	$20,351,120
2	67	$3,150,000	$107,500	$1,000,000	$0	note		$42,500,000	$21,250,000	$21,250,000	$20,297,187
3	68	$2,257,500	$62,875	$1,000,000	$0	note		$42,500 000	$21,250,000	$21,250,000	$20,240,018
4	69	$1,320,375	$0	$0	$1,320,375	$633,780	$633,780	$14,000 000	$7,000,000	$7,000,000	$5,929,420
5	70	$0	$0	$0	$0	$0	$0	$14,000 000	$7,000,000	$7,000,000	$5,865,185
6	71	$0	$0	$0	$0	$0	$0	$14,000,000	$7,000,000	$7,000,000	$5,797,096
7	72	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$12,724,922
8	73	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$12,648,417
9	74	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$12,567,322
10	75	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$12,481,361
11	76	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$12,390,243
12	77	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$12,293,657
13	78	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$12,191,277
14	79	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$12,082,753
15	80	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$11,967,719
16	81	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$11,845,782
17	82	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$11,716,529
18	83	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$11,579,520
19	84	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$11,434,292
20	85	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$11,280,349
21	86	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$11,117,170
22	87	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$10,944,200
23	88	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$10,760,852
24	89	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$10,566,503
25	90	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$10,360,494
26	91	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$10,142,123
27	92	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$9,910,651
28	93	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$9,665,290
29	94	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$9,405,207
30	95	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$9,129,519
31	96	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$8,837,291
32	97	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$8,527,526
33	98	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$8,199,180
34	99	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$7,851,131
35	100	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$7,482,198
36	101	$0	$0	$0	$0	$0	$0	$14,000,000	$0	$14,000,000	$7,091,130

Years 1 - 3 have PS-58 (or equivalent) tax. It will change with new tables, but there is some small tax. Will find out how much.

Outline of Plan for IRA Assets

unpaid Tax 1-each

John's IRA
$4,000,000

John A Repicci MD (DBA) 401(k)
Profit Sharing Plan & Trust Bank Account

Mass Mutual $17,5000 Policy	Lincoln Life $25,000,000 Policy
Years 1 to 3 $400,000	Years 1 to 3 $600,000
Buy or Distribute Value $393,000	Buy or Distribute Value $727,000
Gift to ILIT	Gift to ILIT
Pay $30,000 After Tax	Pay $603,000 After Tax
$4,000,000 To Heirs	$10,000,000 To Heirs

Yr 3

3,000,000 paid

1,700,000 - PRIVATE MONEY

(7) Private Money 1:1 buy
own -
gift trust

Steps for the CTS

- Transfer $4,000,000 from IRA to John A. Repicci MD (DBA) 401(k) Profit Sharing Plan & Trust FBO John Repicci Account (Only $1,000,001 needs to be transferred immediately. The remainder can come over time.)
- Write check for $400,000 to Mass Mutual from IRA Account.
- Write check for $600,000 to Lincoln Life from IRA Account.
- Receive policies for a total of $42,500,000 from both insurers.
- Repeat steps 2 and 3 in 12 months and 24 months
- In 31 months, you will either purchase (for $1,120,000) the insurance policies from your plan or distribute them to yourself (creating $1,120,000 of taxable income to you).
- You will gift the policies to your ILIT, removing them from your estate (Assuming you or Lorraine live 3 years).
- Assuming both of you are in good health, you will reduce the face amounts to a total of $14,000,000.
- When you are Lorraine pass away, your heirs will receive $14,000,000 tax-free (compared to nearly $4,000,000 if you do not do this plan).